

RECORDATION NO. 23437 FILED

ALVORD AND ALVORD
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MAR 30 '01 3:02 PM
TS
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 30, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Lease and Lease Supplement and Acceptance Certificate No. 1, dated as of March 30, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Comerica Leasing Corporation
29201 Telegraph Road
Southfield, Michigan 48034

Lessee: GWI Leasing Corporation
71 Lewis Street
Greenwich, Connecticut 06803

A description of the railroad equipment covered by the enclosed document is:

Twenty-seven (27) locomotives with the road marks BPRR, GNWR, QGRY, RLIX and SAVANNAH, and with the road numbers set forth in the attached Schedule A.

Mr. Vernon A. Williams
March 30, 2001
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A short summary of the document to appear in the index is:

Memorandum of Lease and Lease Supplement and Acceptance
Certificate No. 1, dated as of March 30, 2001, between Comerica Leasing
Corporation, Lessor, and GWI Leasing Corporation, Lessee, covering
twenty-seven (27) locomotives with the road marks BPRR, GNWR,
QGRY, RLIX and SAVANNAH, and with the road numbers set forth in the
attached Schedule A.

Also enclosed is a check in the amount of \$28.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord".

Robert W. Alvord

RWA/bjg
Enclosures

SCHEDULE A

Locomotives

BPRR 1508

BPRR 1510

GNWR 317

GNWR 349

GNWR 1000

QGRY 1500 – QGRY 1502

QGRY 1504 – QGRY 1505

QGRY 2004 – QGRY 2009

QGRY 2500 – QGRY 2502

RLIX 300

RLIX 331

RLIX 336

RLIX 339 - RLIX 340

RLIX 357

RLIX 392

SAVANNAH 1001

**MEMORANDUM OF LEASE AND LEASE SUPPLEMENT AND
ACCEPTANCE CERTIFICATE NO. 1**

Memorandum of Lease and Lease Supplement and Acceptance Certificate No. 1, made and entered into as of March 30, 2001, by and between Comerica Leasing Corporation, a Michigan corporation, as Lessor ("Lessor"), and GWI Leasing Corporation, a Delaware corporation, as Lessee ("Lessee").

WITNESSETH:

1. Lessee and Lessor have entered into that certain Master Equipment Lease Agreement dated as of March 30, 2001 (the "Lease Agreement"), whereby Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain railroad equipment bearing reporting marks as listed on Exhibit A hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

2. In connection with the Lease Agreement, the undersigned have entered into that certain Lease Supplement and Acceptance Certificate No. 1, dated March 30, 2001, whereby the terms and provisions of the above described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

3. This Memorandum may be executed in as many counterparts as shall be determined by the parties hereto when so executed, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

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SURFACE TRANSPORTATION BOARD

LESSOR

COMERICA LEASING CORPORATION, a
Michigan corporation

By: Brian M. Ris
Brian M. Ris

Its: Vice President

LESSEE

GWJ LEASING CORPORATION, a
Delaware corporation

By: _____

Its: _____

STATE OF MICHIGAN)
) ss
COUNTY OF Oakland)

The foregoing instrument was acknowledged before me this 24th day of
March, 2001, by Brian M. Ris, Vice President of Comerica Leasing Corporation,
a Michigan corporation, on behalf of the said corporation.

BARBARA ANN JESTER
Notary Public, Jackson County, Michigan
Acting in Oakland County
My Commission Expires May 6, 2001

Barbara Ann Jester

Notary Public

County, Michigan
My Commission Expires: _____

STATE OF _____)
) ss
COUNTY OF _____)

The foregoing instrument was acknowledged before me this _____ day of
March, 2001, by _____, _____ of GWJ Leasing
Corporation, a Delaware corporation, on behalf of the said corporation.

_____, Notary Public

County, _____
My Commission Expires: _____

LESSOR

COMERICA LEASING CORPORATION, a
Michigan corporation

By: Brian M. Ris

Its: Vice President

LESSEE

GWI LEASING CORPORATION, a
Delaware corporation

By: Thomas P. Loftus

Its: Vice President

STATE OF MICHIGAN)
) ss
COUNTY OF _____)

The foregoing instrument was acknowledged before me this ____ day of
March, 2001, by Brian M. Ris, Vice President of Comerica Leasing Corporation,
a Michigan corporation, on behalf of the said corporation.

_____, Notary Public
_____, County, Michigan
My Commission Expires: _____

STATE OF CONNECTICUT)
) ss
COUNTY OF FAIRFIELD)

The foregoing instrument was acknowledged before me this 30th day of
March, 2001, by Thomas P. Loftus, Vice Pres. of GWI Leasing
Corporation, a Delaware corporation, on behalf of the said corporation.

Virginia M. Reeves
_____, Notary Public
_____, County, _____
My Commission Expires: _____

**EXHIBIT A TO
MEMORANDUM OF LEASE AND LEASE SUPPLEMENT AND
ACCEPTANCE CERTIFICATE NO. 1**

The Equipment shall include twenty-seven (27) used locomotives with the following reporting marks:

Equipment Type	Prior Marks	Existing Marks
SW-1500	CR 9513	BPRR 1508
SW-1500	CR 9614	BPRR 1510
SW-1500	CR 9617	GNWR 317
SW-1500	CR 9549	GNWR 349
SW-1000	CR 9405	GNWR 1000
SW-1500	CR 9534	QGRY 1500
SW-1500	CR 9508	QGRY 1501
SW-1500	CR 9580	QGRY 1502
SW-1500	CR 9509	QGRY 1504
SW-1500	CR 9538	QGRY 1505
GP-38	CSX 2119	QGRY 2004
GP-38	CSX 2048	QGRY 2005
GP-38M	CR 7635	QGRY 2006
GP-38	CR 7676	QGRY 2007
GP-38	CR 7687	QGRY 2008
GP-38	CR 7700	QGRY 2009
GP-35R	SP 6343	QGRY 2500
GP-35R	SP 6351	QGRY 2501
GP-35R	SP 6346	QGRY 2502
SW-1500	CR 9500	RLIX 300
SW-1500	CR 9517	RLIX 331
SW-1500	CR 9536	RLIX 336
SW-1500	CR 9539	RLIX 339
SW-1500	CR 9540	RLIX 340
SW-1500	CR 9557	RLIX 357
SW-1500	CR 9592	RLIX 392
SW-1000	CR 9424	SAVANNAH 1001